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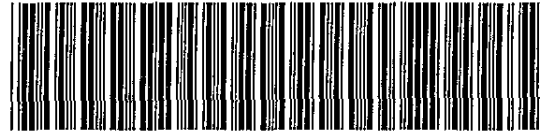
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.

ATTORNEYS AND COUNSELORS

2033 MAIN STREET, SUITE 600
SARASOTA, FLORIDA 34237

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F. THOMAS HOPKINS

DIRECT DIAL: (941) 953-8109

EMAIL: thopkins@icardmerrill.com

REPLY TO:

P.O. BOX 4195

SARASOTA, FLORIDA 34230

June 25, 2004

Florida Department of State
Division of Corporations
Corporate Filings
P. O. Box 6327
Tallahassee, FL 32314

RE: PC Torque Limited Holdings, Inc.

To Whom It May Concern:

Enclosed for filing are the following:

- 1) Original executed Articles of Incorporation of PC Torque Limited Holdings, Inc.
- 2) Our check in the amount of \$78.75, representing the \$35.00 filing fee, \$35.00 registered agent designation, and \$8.75 for a certified copy.

Sincerely,



F. Thomas Hopkins

FTH:lw
Enclosures

ARTICLES OF INCORPORATION
OF
PC TORQUE LIMITED HOLDINGS, INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE 1. - NAME

The name of the corporation is PC TORQUE LIMITED HOLDINGS, INC.

ARTICLE 2. - PRINCIPAL OFFICE

The principal office of the corporation shall initially be at 4211 S. Shade Avenue, Sarasota, FL 34231. The corporation may change its principal office from time to time as permitted by law.

ARTICLE 3. - MAILING ADDRESS

The initial mailing address of the corporation shall be 4211 S. Shade Avenue, Sarasota, FL 34231. The corporation may change its mailing address from time to time as permitted by law.

ARTICLE 4. - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 5. - SHARES

This corporation is authorized to issue 10,000 shares of voting common stock with a par value of \$1.00 per share.

ARTICLE 6. - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE 7. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2033 Main Street, Suite 600, Sarasota, Florida, 34237, and the name of the initial registered agent of this corporation at that address is Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A.; Attention: F. Thomas Hopkins.

ARTICLE 8. - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Adam L. Alter
4211 S. Shade Avenue
Sarasota, FL 34231

Laura J. Alter
4211 S. Shade Avenue
Sarasota, FL 34231

ARTICLE 9. - INCORPORATOR

The name and address of the Incorporator is:

F. THOMAS HOPKINS
ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.
2033 Main Street, Suite 600
Sarasota, Florida 34237

ARTICLE 10. - CUMULATIVE VOTING

All shareholders are entitled to cumulate their votes for directors.

ARTICLE 11. - INDEMNIFICATION

All officers and directors shall be indemnified by the corporation to the fullest extent permitted by law against all expenses and liabilities, including attorneys' fees reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or

arising out of their status as such.

The undersigned Incorporator has executed these Articles of Incorporation on the 25th day of June, 2004.

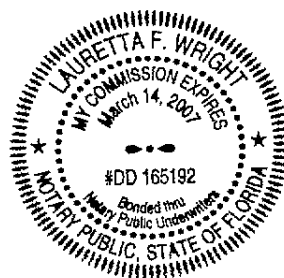

F. THOMAS HOPKINS

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 25th day of June, 2004, by F. THOMAS HOPKINS, who is personally known to me.


Notary Public
State of Florida at Large
My Commission Expires:



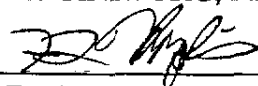
ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR
PC TORQUE LIMITED HOLDINGS, INC.

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, the undersigned hereby acknowledges and accepts the appointment and agrees to act in this capacity, and it further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

DATED: June 25, 2004.

ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.

By: _____


F. Thomas Hopkins,
its authorized agent

Registered Agent

FAUSERS\FTHM\PC TORQUE\AOI.fm

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DIVISION OF CORPORATIONS
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